

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:	§	
	§	CASE NO. 08-37782
ALPHA RED, INC.	§	
	§	CHAPTER 7
DEBTOR.	§	

**BRACEWELL & GIULIANI LLP'S MOTION TO
WITHDRAW AS COUNSEL FOR MEGAUPLOAD, LTD.**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

TO THE HONORABLE WESLEY W. STEEN, UNITED STATES BANKRUPTCY JUDGE:

Bracewell & Giuliani LLP and its attorneys Marcy E. Kurtz and Chris S. Tillmanns (together, "Counsel") respectfully request this Court's permission to withdraw as counsel for Megaupload, Ltd. ("Megaupload") in the above styled bankruptcy case. In support thereof, Counsel represents as follows:

**I.
FACTUAL BACKGROUND**

1. On December 3, 2008 (the "Petition Date"), Alpha Red, Inc. (the "Debtor") filed a voluntary petition under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

2. On December 5, 2008, Megaupload filed a Notice of Appearance and Request for Service of Papers on Bracewell & Giuliani LLP as Attorneys for Megaupload [Dkt. No. 15].

3. On December 23, 2008, the Court entered an order converting the above referenced case from a case under chapter 11 of the Bankruptcy Code to a case under chapter 7 of the Bankruptcy Code [Dkt. No. 39]. Douglas J. Brickley has been appointed the chapter 7 trustee in this case. *See* Dkt. No. 40.

4. Counsel, on behalf of Megaupload, has been monitoring, and has been involved in, the Debtor's bankruptcy case since the Petition Date.

**II.
REQUESTED RELIEF AND BASIS FOR RELIEF**

5. Counsel requests that the Court grant Counsel permission to withdraw as counsel for Megaupload.

6. Good cause exists for the Court to grant this request because Megaupload has determined that it no longer desires legal representation from Counsel in this case. Accordingly, Counsel has advised Megaupload of Counsel's intention to file this Motion, and Megaupload has indicated that it supports the withdrawal sought herein.

7. At this time, Megaupload's successor attorney, if any, is unknown.

8. A copy of this motion has been served electronically on Megaupload, Ltd. at the address provided to Counsel for notice in this case.

9. The withdrawal is not sought for delay.

WHEREFORE, Bracewell & Giuliani LLP and its attorneys Marcy E. Kurtz and Chris S. Tillmanns respectfully request that this Court enter an order permitting them to withdraw from this case immediately, effective October 29, 2010.

Dated: October 29, 2010

Respectfully submitted,

BRACEWELL & GIULIANI LLP

By: /s/ Chris S. Tillmanns
Marcy E. Kurtz
Texas Bar No. 11768600
Marcy.Kurtz@bgllp.com
Chris S. Tillmanns
Texas Bar No. 24060730
Chris.Tillmanns@bgllp.com
711 Louisiana, Suite 2300
Houston, Texas 77002
Telephone: (713) 223-2300
Facsimile: (713) 221-1212

**ATTORNEYS FOR
MEGAUPLOAD, LTD**

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing Motion has been served on the parties listed in the attached Service List via electronic means as listed on the court's ECF noticing system and/or by regular U. S. First Class Mail on this 29th day of October, 2010.

By: /s/ Chris S. Tillmanns
Chris S. Tillmanns